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Presentment Date: July 14, 2010
Time: 12:00 p.m.

Objections Due: July 14, 2010
Time: 10:00 a.m.

*Attorneys for Irving H. Picard, Esq., Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC
And Bernard L. Madoff*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**TRUSTEE'S MOTION FOR AN ORDER APPROVING
THE RETENTION OF MISHCON DE REYA AS SPECIAL
COUNSEL *NUNC PRO TUNC* AS OF FEBRUARY 1, 2010**

Irving H. Picard, Esq. ("Trustee"), as trustee for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS"), under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, et seq. ("SIPA"),¹ and Bernard L. Madoff (together,

¹ For convenience, future reference to SIPA will not include "15 U.S.C."

the “Debtor”), by and through his undersigned counsel, for his motion (the “Motion”) for authority to retain Mishcon de Reya (“Mishcon”) as special counsel *nunc pro tunc* as of February 1, 2010, respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this Application pursuant to SIPA section 78eee(b) and 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this SIPA liquidation case and this Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are section 78eee(b)(3) of SIPA and sections 327(e), 328, 329 and 330 of the Bankruptcy Code and Fed. R. Bankr. P. 2014.

Background

3. On December 11, 2008 (the “Filing Date”),² the Securities and Exchange Commission (“SEC”) filed a complaint in the United States District Court for the Southern District of New York against defendants Bernard L. Madoff and BLMIS (together, the “Defendants”) (No. 08 CV 10791). The complaint alleged that the Defendants engaged in fraud through investment advisor activities of BLMIS.

4. On December 12, 2008, the Honorable Louis L. Stanton of the United States District Court for the Southern District of New York entered an order which appointed Lee S. Richards, Esq., as receiver (the “Receiver”).

5. On December 15, 2008, Judge Stanton entered an order pursuant to SIPA (the “Protective Decree”), which, in pertinent part:

- a) appointed the Trustee for the liquidation of the business of BLMIS pursuant to section 78eee(b)(3) of SIPA;

² See section 78lll(7)(B) of SIPA.

- b) appointed Baker & Hostetler LLP as counsel ("Counsel") to the Trustee pursuant to section 78eee(b)(3) of SIPA; and
- c) removed the case to this Bankruptcy Court pursuant to section 78eee(b)(4) of SIPA.

6. Issues have arisen in England that require the Trustee's participation and representation by counsel. Lovells LLP ("Lovells") was retained as of January 15, 2009 to represent the Trustee in England pursuant to an order of this Court dated February 18, 2009. Because Lovells had conflicts on specific matters, the Trustee initially wished to retain Mishcon to serve as counsel with respect to matters on which Lovells was conflicted.

7. Lovells recently merged with Hogan & Hartson LLP and as a result of the merger, Lovells (now Hogan Lovells LLP) has certain conflicts which render it unable to continue to serve as the Trustee's counsel prospectively. Accordingly, the Trustee now seeks to retain Mishcon as his primary counsel in England to assist with current and potential litigation ("Litigation") against or otherwise involving persons or entities located in England.

Relief Requested

8. The Trustee has determined that it will be necessary to engage counsel to represent him in England. Such legal counsel will enable the Trustee to carry out his duties in this SIPA liquidation proceeding. The Trustee, therefore, proposes to retain and employ the law firm of Mishcon as its special counsel with regard to Litigation, and any related matters as directed by the Trustee, effective as of February 1, 2010.

9. The Trustee seeks to retain Mishcon as special counsel because of its knowledge and expertise in the laws of England.

10. The services of Mishcon are necessary and essential to enable the Trustee to execute faithfully his duties herein.

11. Mishcon has indicated a willingness to act on the Trustee's behalf to render the foregoing professional services.

12. The Trustee submits that Mishcon's provision of professional services to the Trustee is permissible under section 78eee(3) of SIPA and is in the best interest of the Debtor's estate and customers and creditors.

13. To the best of the Trustee's knowledge, and except as disclosed in the declaration of disinterestedness of Daniel Bradley Morrison (the "Morrison Declaration"), executed on June 29, 2010 and annexed hereto as Exhibit A, the members, counsel and associates of Mishcon are disinterested pursuant to section 78eee(b)(3) of SIPA and do not hold or represent any interest adverse to the Debtor's estate in respect of the matter for which Mishcon is to be retained. Mishcon's employment and retention is necessary and in the best interests of the Debtor's estate and its customers and creditors.

14. Mishcon will be compensated at agreed upon rates, listed below, which reflect a reduction of its normal rates by ten percent (10%). Applications for compensation to Mishcon will be filed with this Court pursuant to applicable statutes and rules. Mishcon's rate information is as follows:

Level of Experience	Normal Rates	Agreed Upon Rates
Partner (Dan Morrison)	£500	£450
Legal Director (10+ yrs exp)	£400	£360
Assistant	£200-350	£180-315
Trainee	£100-125	£90-112.50

15. SIPC has no objection to this Motion and, pursuant to SIPA section 78eee(b)(3), SIPC specifies that the Trustee should be authorized to retain Mishcon as special counsel for the purposes identified herein.

Notice

16. Notice of this Motion has been given to SIPC, United States Department of Justice, United States Securities and Exchange Commission and all parties that have filed a notice of appearance herein. In light of the nature of the relief requested, the Trustee submits that such notice is good and sufficient, and no other or further notice is necessary or required.

WHEREFORE, the Trustee respectfully requests that the Court enter an order substantially in the form of Exhibit B hereto, (a) granting this Motion; (b) authorizing the Trustee to employ Mishcon as special counsel for the purposes described herein, *nunc pro tunc*, as of February 1, 2010; and (c) granting the Trustee such other and further relief as is just and proper.

Dated: New York, New York
July 8, 2010

Respectfully submitted,

s/Marc E. Hirschfield

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